

**UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE**

MATT PASQUINELLI and BRYAN
PAYSEN, Individually and on Behalf of
All Others Similarly Situated,

Plaintiffs,

v.

HUMBL, LLC, BRIAN FOOTE,
JEFFREY HINSHAW, GEORGE
SHARP, KAREN GARCIA, and
MICHELE RIVERA,

Defendants.

Case No. 1:23-cv-00743-JLH

District Judge Jennifer L. Hall

**DECLARATION OF JEFFREY
HINSHAW IN SUPPORT OF THE
HUMBL DEFENDANTS’
MOTION TO DISMISS THE
SECOND AMENDED CLASS
ACTION COMPLAINT**

Jeffrey Hinshaw declares pursuant to 28 U.S.C. § 1746:

1. I am the Chief Financial Officer, Chief Operating Officer, Secretary, and Director of HUMBL, Inc. and one of the defendants named in the above-captioned action. I am familiar with the pleadings and papers on file in this action.

2. Attached hereto as **Exhibit A** is a true and correct copy of a November 12, 2020 press release from HUMBL, entitled “Tesoro Enterprises, Inc. to Merge with HUMBL, LLC - A Global Payments and Financial Services Network.”

3. Attached hereto as **Exhibit B** is a true and correct copy of a December 1, 2020 press release from HUMBL, entitled “HUMBL® Mobile App and HUMBL

Hubs™ Merchant Solutions Deliver Successful Pilot Transactions Between United States and Mexico.”

4. Attached hereto as **Exhibit C** is a true and correct copy of a December 9, 2020 press release from HUMBL, entitled “HUMBL Completes Merger with Tesoro Enterprises, Inc.; Sells Warrants with Provision for \$50 Million In Funding.”

5. Attached hereto as **Exhibit D** is a true and correct copy of a December 14, 2020 press release from HUMBL, entitled “HUMBL Announces Launch of Holiday Deal Days.”

6. Attached hereto as **Exhibit E** is a true and correct copy of a February 25, 2021 press release from HUMBL, entitled “HUMBL, Inc. Completes Corporate Actions.”

7. Attached hereto as **Exhibit F** is a true and correct copy of an April 16, 2021 press release from HUMBL, entitled “HUMBL® Announces Launch of HUMBL Pay Mobile Application.”

8. Attached hereto as **Exhibit G** is a true and correct copy of a November 24, 2020 press release from HUMBL, entitled “HUMBL Partners with Cyberbeat to Expand into Asia Pacific and Pan-India Vertical Markets.”

9. Attached hereto as **Exhibit H** is a true and correct copy of a January 22, 2021 HUMBL Shareholder Letter.

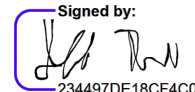
10. Attached hereto as **Exhibit I** is a true and correct copy of a March 16, 2021 press release from HUMBL, entitled “HUMBL, Inc. Announces Aurea Group Ventures Investment and Partnership for Exclusive Chile Country Rights.”

11. Attached hereto as **Exhibit J** is a true and correct copy of a November 17, 2020 press release from HUMBL, entitled “Tesoro Enterprises, Inc. CEO to Lock Up Over \$10 Million Worth of Stock Purchased Directly Out of the Market.”

12. Attached hereto as **Exhibit K** is a true and correct copy of an April 20, 2021 tweet by Brian Foote on the social media platform formerly known as Twitter, now rebranded as “X.”

13. I declare under penalty of perjury that the foregoing is true and correct

Executed on May 14, 2025

Signed by:

234497DE18CE4C0

Jeffrey Hinshaw

Exhibit A



Source: HUMBL, Inc.

November 12, 2020 09:00 ET

Tesoro Enterprises, Inc. to Merge with HUMBL, LLC - A Global Payments and Financial Services Network

San Diego, CA, Nov. 12, 2020 (GLOBE NEWSWIRE) -- Tesoro Enterprises, Inc. (OTC Pink: TSNP) ("Tesoro") announced today that it has entered into an agreement with HUMBL, LLC ("HUMBL") to merge the two entities. In an all-stock transaction, the members of HUMBL will receive preferred shares of Tesoro in exchange for their HUMBL holdings.

Tesoro, the surviving entity, will be renamed "HUMBL, Inc." and following an imminent redomiciling of the corporation to Delaware, an application will be filed with the Financial Industry Regulatory Authority ("FINRA") for a change of the issuer's name and symbol. The company will almost immediately begin the process for becoming an SEC filer and provide audited annual financials beginning with yearend 2020.

Consummate with the transaction, HUMBL, Managing Member and Founder, Brian M. Foote has acquired the control block of voting shares and a significant number of common shares from outgoing Tesoro President, Henry Boucher.

The Board of Directors has installed Mr. Foote and HUMBL associate, Jeffrey Hinshaw, as directors of Tesoro and to the officer positions of President and Secretary, respectively. In addition, Adam Wolfe has been named Chief Technology Officer, Michele Rivera has been named Vice President, Global Partnerships, and a director and Karen Garcia will become Vice President, Major Accounts.

Mr. Boucher has resigned all officer and director positions with Tesoro and the company thanks him for his careful guidance. All liabilities of the company to date were settled by Mr. Boucher prior to his resignation.

HUMBL is comprised of team members from companies like Western Union, Moneygram, Visa, American Express, Epson, Microsoft, Facebook and Qualcomm and was recently named a Forbes "Rising Startups to Watch" in June 2020 for recognizing the "major gap between the US and emerging markets regarding mobile payments."

HUMBL has designed a mobile wallet (HUMBL[®]) and merchant software (HUMBL Hubs[™]), that help primarily cash economies migrate to digital money services across key vertical markets, such as: government, banking, wireless carriers and merchant services. HUMBL's global money platform will deliver up to 50% estimated savings on transactions such as: sending, receiving, lending, borrowing, investing money and paying bills.

Brian Foote is the CEO, President and a founder of HUMBL and brings with him twenty years of consumer technology experience, having launched a number of top ranked global technology products at companies like Epson, where he was twice named to the Innovators Team Award for his work across merchant partners such as Amazon, Walmart, Costco, Target and Best Buy. Mr. Foote is a graduate of University of California at Los Angeles (UCLA) and is certified in blockchain, digital media and social media from Massachusetts Institute of Technology (MIT).

Jeff Hinshaw, MBA guides the daily financial and operational components of HUMBL, working with internal team members and external agencies on accounting, compliance, project management and financial accounting of the company. Jeff brings experience from roles in finance, operations and corporate strategy at Hewlett-Packard and Sempra Energy. He has served as a guest lecturer at San Diego State University (SDSU), where he was a member of the Aztec Equity Fund endowment steering committee and a mentor at the SDSU Lavin Entrepreneurship Center.

Adam Wolfe leads the technology deliverables of the company, bringing over a decade of experience in fintech, payments and blockchain engineering. Adam is a specialist in Cross-Platform Mobile Applications, Web Development, Java Script, Angular and Payment Cloud architectures that are required for HUMBL[®] and HUMBL Hubs[™] product lineup. His technology background previously was in hybrid Information Technology and engineering roles at Qualcomm and PowerFleet.

Karen Garcia manages major accounts in Latin America. She will also be working with major accounts in Africa, Caribbean and the Asia Pacific and is developing an extensive regional affiliate program in these markets. She received her corporate training at Nordstrom, Eddie Bauer and L Brands across functions such as vendor management, purchasing and key accounts.

The merger is being shepherded by well-known OTC Markets analyst, George Sharp, who brought the parties together and has provided valuable advice on strategies and compliance to complete the transaction.

An investor call, tentatively scheduled for December 9, 2020, will be held to introduce HUMBL to investors and shareholders and provide further insights for the public about HUMBL's mission, positioning and corporate partnerships. The precise logistics of the investor call will be announced soon.

About HUMBL

The mission of HUMBL[®] and HUMBL Hubs[™] is to deliver high quality, low cost digital payments and financial services. The HUMBL network was designed to disrupt entrenched regional banks, wire services and roadside finance providers in emerging markets such as Latin America, Caribbean, Asia and Africa to help reduce costs and improve settlement speeds for customers.

HUMBL maintains offices in San Diego (HUMBL - North America), Mexico (HUMBL – Latin America), Miami (HUMBL – Caribbean and Africa), and Singapore (HUMBL – Asia Pacific and Oceania Region) and has created a global network of regional affiliates, who stand ready to implement sales and marketing programs in these corridors.

The HUMBL[®] Mobile App delivers borderless transactions, by integrating multiple currencies, payment methods, banks and financial services providers into one-click for the customer. HUMBL[®] provides greater access and portability than US only mobile wallet providers, such as Venmo[®] and Zelle[®].

For those customers without a smartphone, HUMBL Hubs[™] will allow participating merchants to deliver contactless payments, text ordering and money services across the full pyramid of end-users in these markets.

"We didn't build HUMBL for the 450 million digital customers using Apple Pay[®], but for the 7 billion people for whom money has a totally different set of global pathways, access points and cost structures," according to the CEO of HUMBL, Brian Foote.

The HUMBL corporate website features global brand videos, product tours, market research, white papers and network architecture at www.HUMBLpay.com.

Safe Harbor Statement

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You can identify these statements by the use of the words "may," "will," "should," "plans," "expects," "anticipates," "continue," "estimates," "projects," "intends," and similar expressions. Forward-looking statements involve risks and uncertainties that could cause results to differ materially from those projected or anticipated. These risks and uncertainties include, but are not limited to, the Company's ability to successfully execute its expanded business strategy, including by entering into definitive agreements with suppliers, commercial partners and customers; general economic and business conditions, effects of continued geopolitical unrest and regional conflicts, competition, changes in technology and methods of marketing, delays in completing various engineering and manufacturing programs, changes in customer order patterns, changes in product mix, continued success in technical advances and delivering technological innovations, shortages in components, production delays due to performance quality issues with outsourced components, regulatory requirements and the ability to meet them, government agency rules and changes, and various other factors beyond the Company's control.

CONTACT:

HUMBL, LLC
investors@HUMBLPay.com

Exhibit B



Source: HUMBL, Inc.

December 01, 2020 09:00 ET

HUMBL® Mobile App and HUMBL Hubs™ Merchant Solutions Deliver Successful Pilot Transactions Between United States and Mexico

San Diego, California, Dec. 01, 2020 (GLOBE NEWSWIRE) -- Tesoro Enterprises, Inc. (OTCMKT: TSNP) announced today that HUMBL® has delivered its first live transactions in the Mexico market. The event was recorded during the production of a HUMBL brand video in the Baja California border region over the weekend.

“HUMBL® was born here in the border region of the San Diego and Mexico, specifically because of the problems families regularly experience when moving and using money across borders. The current options are expensive and inefficient,” said Michele Rivera, HUMBL Vice President of Global Partnerships.

“Unlike US only mobile wallets like Venmo® or Zelle®, we designed HUMBL® so that it can go along with customers and merchants into places like Latin America, enabling them to transact with each other seamlessly in the new digital economy.”

HUMBL commissioned a video crew to walk-through the variety of market problems that it is addressing with its design of HUMBL® mobile wallet and HUMBL Hubs™ merchant solutions in the United States and Baja California, Mexico.

In the HUMBL brand video, which will be premiered at the Dec. 9 investor call, beta testers are seen transacting within the HUMBL® mobile wallet to digitally send, receive and exchange currencies across the border; as well as paying, tipping and transacting with merchants.

In addition, HUMBL® showcases financial technologies such as USD Stablecoins, which enable Latin American customers to avoid domestic currency fluctuations, by holding their money in US dollars on the blockchain in the HUMBL® mobile wallet.

The company also demonstrated its HUMBL Hubs™ Point of Sale (POS) solutions for merchants in Mexico, designed to assist millions of “Cash Only” Latin American merchants with a seamless migration to the digital economy.

HUMBL Hubs™ enables merchants to accept major credit cards such as Visa, Mastercard and American Express via its contactless “Point and Pay” solutions, as well as text orders, mobile payments, tipping, local deals, ratings and reviews.

“HUMBL® instantly makes life easier for me, my business and my customers here in Mexico,” said Fernando Cuevas, Founder of Tours in Baja, a HUMBL® pilot test partner and a lead affiliate sales representative in the region.

“Being able to pay people for goods and services digitally with HUMBL®, enables my customers to spend more time enjoying their trips, and less time seeking out ATM’s and cash payment options everywhere we go.”

As reported on November 11, 2020, HUMBL, LLC is merging with Tesoro Enterprises. The merger process is well underway and expected to be completed in the coming days. The surviving Delaware corporation will be known as HUMBL, Inc.

About HUMBL®

The mission of HUMBL® and HUMBL Hubs™ is to deliver high quality, low cost digital payments and financial services. The HUMBL network was designed to support vertical markets such as government, banking, wireless and merchants in locations like Latin America, Caribbean, Asia and Africa who are seeking to migrate to digital payment and financial technologies, to help reduce costs and improve settlement speeds for customers.

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The HUMBL[®] Mobile App delivers borderless transactions, by integrating multiple currencies, payment methods, banks, blockchain and financial services providers into one-click for the customer. HUMBL[®] provides greater access and portability than US only mobile wallet providers, such as Venmo[®] and Zelle[®] and will offer a HUMBL Hubs[™] merchant software for clients without smartphones in certain domiciles.

“We aren’t building HUMBL for the 350 million customers using PayPal[®], but for the 7 billion people for whom money moves in different pathways, formats and cost structures,” according to the CEO of HUMBL, Brian Foote.

The HUMBL website features global brand videos, product tours, market research, white papers and network architecture at www.HUMBLpay.com.

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CONTACT:

HUMBL, LLC
investors@HUMBLpay.com

Attachment

- [HUMBL[®]](#)

Exhibit C



Source: HUMBL, Inc.

December 09, 2020 09:00 ET

HUMBL Completes Merger with Tesoro Enterprises, Inc.; Sells Warrants with Provision for \$50 Million In Funding

San Diego, California, Dec. 09, 2020 (GLOBE NEWSWIRE) -- Tesoro Enterprises, Inc. (OTCMKT: TSNP) announced today that its merger with HUMBL, LLC is complete, and the company is now a registered Delaware corporation. Additional amendments are now being filed with the Delaware Secretary of State's office to change the name of the corporation to "HUMBL, Inc." Furthermore, corporate actions are being prepared for filing with the Financial Industry Regulatory Authority ("FINRA") to have the public entity renamed "HUMBL, Inc." together with a request for a change in the ticker symbol to "HMBL".

HUMBL celebrated the merger by launching its new landing page at www.HUMBLpay.com, which premieres the company's brand video - "A Borderless Day in Baja." The video has received overwhelming response in previews to industry professionals and HUMBL partners.

As a result of the completion of the merger, HUMBL was able to consummate November 23, 2020 agreements to raise funding through the cash sale of warrants. As these warrants are exercised, HUMBL will access up to \$50 million in equity funding, to be used for marketing of the HUMBL global brand; the HUMBL[®] mobile app and HUMBL Hubs[®] merchant software; as well as distribution and partnerships around the world.

Shares acquired through the exercising of the warrants will not be saleable through the retail market for a period of one year from the purchase date of the warrants.

About HUMBL, Inc.

The mission of HUMBL[®] and HUMBL Hubs[™] is to deliver high quality, low cost digital payments and financial services. The HUMBL network was designed to support vertical markets such as government, banking, wireless and merchants in locations like Latin America, Caribbean, Asia and Africa who are seeking to migrate to digital payment and financial technologies, to help reduce costs and improve settlement speeds for customers.

The HUMBL[®] Mobile App delivers borderless transactions, by integrating multiple currencies, payment methods, banks, blockchain and financial services providers into one-click for the customer. HUMBL[®] provides greater access and portability than US only mobile wallet providers, such as Venmo[®] and Zelle[®] and will offer a HUMBL Hubs[™] merchant software for clients without smartphones in certain domiciles.

"We aren't building HUMBL for the 350 million customers using PayPal[®], but for the 7 billion people for whom money moves in different pathways, formats and cost structures," according to the CEO of HUMBL, Brian Foote.

The HUMBL website features global brand videos, product tours, market research, white papers and network architecture at www.HUMBLpay.com.

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CONTACT:

HUMBL, LLC
investors@HUMBLpay.com

Attachment

- [Tesoro Enterprises, Inc.](#)

Exhibit D



Source: HUMBL, Inc.

December 14, 2020 09:00 ET

HUMBL Announces Launch of Holiday Deal Days

San Diego, California, Dec. 14, 2020 (GLOBE NEWSWIRE) -- Tesoro Enterprises, Inc. (OTCMKT: TSNP) HUMBL announced today the launch of its HUMBL Holiday Deal Days merchant campaign. Upon signing up for a HUMBL[®] Pay account, customers will be able to shop the HUMBL Marketplace for highly curated holiday deals, coupon codes and affiliate discount links in shopping verticals like electronics, health, beauty, home, fashion, fitness, and kids.

The HUMBL Deal Days campaign enables HUMBL[®] Pay global customers to shop online hassle-free by locating the best deals on the internet while avoiding broken links, fake merchandise and expired coupon codes. Current deals include curated links to holiday discounts on trusted brands such as Apple[®], Microsoft[®], Samsung[®], Sony[®], Target[®], Best Buy[®] and ULTA Beauty[®].

"What we learned from studying the AliPay[™] model is that seamless engagement across Alibaba[®] Marketplace and AliPay[™] merchant channels, was critical to the user growth of their platforms in China," said Jennifer Edgerton, VP, Omni-Channel Marketing of HUMBL.

"HUMBL[®] Pay online customers have told us they want to find great prices and offers, conveniently, in one place, and HUMBL merchants need to make sales year-round; that is our goal with the HUMBL Marketplace and it will expand with us into the global markets."

The HUMBL Marketplace will also be exploring HUMBL affiliate email programs, flash sales and the development of more seamless checkout technologies via a HUMBL[®] Pay website module and potential one-touch checkout partners.

The HUMBL Holidays program will run through from December 14, 2020 through January 4, 2021 and will be followed by regularly scheduled merchant discounts and offers on www.HUMBLpay.com.

About HUMBL, Inc.

The mission of HUMBL, Inc. is to deliver more seamless digital pairing experiences for consumers and merchants in the global economy. The HUMBL platform includes the HUMBL[®] Mobile App, HUMBL Hubs[™] Merchant Software and the HUMBL Marketplace.

The HUMBL[®] Mobile App delivers more seamless global transactions, by integrating multiple currencies, payment methods and financial services into one-click for the customer, beyond primarily US only mobile wallet providers such as Zelle[®] and Venmo[®].

The HUMBL Hubs[™] merchant software and point-of-sale (POS) pairs customers and merchants together to use contactless payment technologies, helping merchants in majority cash economies to do things like accept debit cards, credit cards and USD stablecoins from HUMBL[®] mobile wallet users.

The HUMBL Marketplace will connect customers and merchants online, in improved global commerce, deal discovery and HUMBL Pay merchant checkout programs.

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expanded business strategy, including by entering into definitive agreements with suppliers, commercial partners and customers; general economic and business conditions, effects of continued geopolitical tensions and regional conflicts, competition, changes in technology and methods of marketing, delays in completing various engineering and manufacturing programs, changes in customer order patterns, changes in product mix, continued success in technical advances and delivering technological innovations, shortages in components, production delays due to performance quality issues with outsourced components, regulatory requirements and the ability to meet them, government agency rules and changes, and various other factors beyond the Company's control.

CONTACT:

HUMBL, LLC
investors@HUMBLpay.com

Attachment

- [HUMBL Holidays](#)

Exhibit E



Source: HUMBL, Inc.

February 25, 2021 16:00 ET

HUMBL, Inc. Completes Corporate Actions

San Diego, CA, Feb. 25, 2021 (GLOBE NEWSWIRE) -- HUMBL, Inc. (OTCPINK: TSNP) ("HUMBL"), announced today that the Financial Industry Regulatory Authority ("FINRA") has processed the company's corporate actions, as requested, and has had its name changed to HUMBL, Inc.

In addition to the change in the company's name, HUMBL has executed a one for four (1:4) reverse split of its common stock, and made other changes to its share structure, including the creation of restricted preferred classes of shares which will be issued to former members of HUMBL, LLC and prospective investors of HUMBL. The authorized number of shares stated reflects these preferred shares on a presumed fully diluted basis.

In discussion about the reverse split, HUMBL's COO and Corporate Secretary, Jeffrey Hinshaw, stated, "The company's Board of Directors concluded that it was important to quell the volatility in the share price. Prospective investors and current shareholders were concerned that it was difficult to pinpoint the true value of the common shares. Furthermore, this will force any outstanding short positions to cover their position. The board was also sympathetic to the need not to wipe out the holdings of the shareholders, and therefore determined that this small reverse split would satisfy both requirements."

As a result of the reverse split, HUMBL's stock symbol will change to "TSNPD" on February 25, 2021 and then to "HMBL" on March 26, 2021.

About HUMBL, Inc.

The mission of HUMBL, Inc. is to deliver more seamless digital pairing experiences for consumers and merchants in the global economy. The HUMBL platform includes the HUMBL[®] Mobile App, HUMBL Hubs[™] Merchant Software and the HUMBL Marketplace.

The HUMBL[®] Mobile App delivers more seamless global transactions, by integrating multiple currencies, payment methods and financial services into one-click for the customer, beyond primarily US only mobile wallet providers such as Zelle[®] and Venmo[®].

The HUMBL Hubs[™] merchant software and point-of-sale (POS) pairs customers and merchants together to use contactless payment technologies, helping merchants in majority cash economies to do things like accept debit cards, credit cards and USD stablecoins from HUMBL[®] mobile wallet users.

The HUMBL Marketplace will connect customers and merchants online in improved global commerce, via merchant shops, deal listings, affiliate programs and HUMBL Pay web checkout integrations.

Company Website: www.HUMBLpay.com

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CONTACT:

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HUMBL, LLC

investors@HUMBLpay.com

Exhibit F



Source: HUMBL, Inc.

April 16, 2021 16:00 ET

HUMBL® Announces Launch of HUMBL Pay Mobile Application

San Diego, California, April 16, 2021 (GLOBE NEWSWIRE) -- HUMBL, Inc. (OTC Markets: HMBL) announced today that it is launching the first version of its HUMBL Pay™ mobile application, which will be made available after 2 PM PST.

The HUMBL Pay mobile app will allow customers to discover merchants; as well as pay, tip, rate and review those same merchants in contactless transactions.

The company has also integrated ticketing into the HUMBL Pay mobile application, for customers seeking to find and purchase tickets to live events; as well as click-through to HUMBL Financial™ services, along with third party credit and lending offers (US only).

The HUMBL Pay mobile app will be rolled out in phases over the coming weeks.

Phase I: United States, Canada, Mexico, Australia, Singapore and New Zealand

Phase II: Austria, Belgium, Bulgaria, Switzerland, Cyprus, Czech Republic, Germany, Denmark, Estonia, Spain, Finland, France, United Kingdom, Greece, Hungary, Ireland, Italy, Lithuania, Luxembourg, Latvia, Malta, Netherlands, Norway, Poland, Portugal, Romania, Sweden, Slovenia, Slovakia occurring in the coming weeks.

Phase III: Brazil, India, Hong Kong, Japan, Malaysia

HUMBL Pay is being built in a modular capacity, to support regional customization and future roadmap features, such as peer-to-peer transactions, digital asset investing and blockchain NFTs, which will include a broader list of countries than those listed above.

The launch of the HUMBL Pay mobile application will be accompanied by outdoor media campaigns in the United States, Canada, Mexico, Australia and Singapore.

About HUMBL

HUMBL seamlessly connects consumers and merchants in the digital economy. HUMBL has three core business units: HUMBL Mobile, HUMBL Marketplace, and HUMBL Financial, which work together to package new technologies like mobile payments and digital assets for global consumers.

CONTACT:

HUMBL, Inc.
investors@HUMBLpay.com

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- [HUMBL, Inc.](#)

Exhibit G



Source: HUMBL, Inc.

November 24, 2020 09:00 ET

HUMBL Partners with Cyberbeat to Expand into Asia Pacific and Pan-India Vertical Markets

San Diego, CA, Nov. 24, 2020 (GLOBE NEWSWIRE) -- Tesoro Enterprises, Inc. (OTCMKT: TSNP) announced today that Singapore-based Cyberbeat, a leading digital payments and financial technologies company led by veteran digital payment industry executives of the Asia Pacific region has made a strategic investment into HUMBL, LLC.

The cash investment is consummate with a new partnership in which Cyberbeat gains the non-exclusive rights to sell, distribute and deploy HUMBL and HUMBL Hubs technologies into key verticals in the Asia Pacific in calendar year 2021 and beyond.

Cyberbeat's digital payment platform is uniquely positioned to address a vast Asia Pacific based clientele that fits with the key verticals of HUMBL, including: banks, financial services, telecom companies and national payment institutions.

HUMBL is a provider of the HUMBL[®] mobile wallet and HUMBL Hubs[®] merchant services software which is being developed to accommodate the migration by governments to digital forms of their national currency, as well as key functions like cross-border remittance, foreign exchange, bill payment and lending products from smartphones.

The strategic partnership enables HUMBL to explore sales and installation expansions through Cyberbeat into operating markets such as Singapore, Myanmar, Nepal, India, Vietnam and the Pacific Islands, reflecting over a 1.5 billion consumer and merchant opportunity.

Cyberbeat executives have had a proven track record of implementing and offering digital and traditional payment solutions of US-based partners such as Visa, Mastercard and American Express into the Asia Pacific and Pan-India markets.

"We have seen a number of technology cycles over the decades at Cyberbeat. The national migrations to digital forms of ID's, money, payments and financial services products is the most exciting one yet, and we believe the HUMBL brand will achieve mass penetration in this region, given its flexible technology solutions and architecture," stated Cyberbeat CEO, Rajan S. Narayan.

"We view this opportunity to establish this global relationship with a proven winner in the Asia Pacific region a significant achievement for HUMBL in the coming year. The Cyberbeat team has helped Fortune 500 brands expand their footprint into this region for decades, and we hope to be a part of that legacy during this next digital transformation cycle," said Karen Garcia, VP Major Accounts for HUMBL.

As reported on November 11, 2020, HUMBL, LLC is merging with Tesoro Enterprises. The merger process is well underway and expected to be completed in the coming days. The surviving Delaware corporation will be known as HUMBL, Inc.

About Cyberbeat

Cyberbeat is a high performing team providing digital payment services, with presence in the Asia Pacific, headquartered in Singapore. Cyberbeat has extensive global banking and payments expertise, offering unique cloud-based SaaS digital payment solutions, with seamless API integration creating a 'one stop shop' for clients. Services include, project delivery, digital transformation, card management, secure identification, Fraud Monitoring, switching and merchant management.

About HUMBL

Case 1:23-cv-00743-JLH Document 94 Filed 05/15/25 Page 24 of 37 PageID #: 677

The mission of HUMBL® and HUMBL Hubs™ is to deliver high quality, low cost digital payments and financial services. The HUMBL network was designed to support vertical markets such as government, banking, wireless and merchants in locations like Latin America, Caribbean, Asia and Africa who are seeking to migrate to digital payment and financial technologies, to help reduce costs and improve settlement speeds for customers.

The HUMBL® Mobile App will deliver borderless transactions, by integrating multiple currencies, payment methods, banks, blockchain and financial services providers into one-click for the customer. HUMBL® provides greater access and portability than US only mobile wallet providers, such as Venmo® and Zelle®.

For those customers without a smartphone, HUMBL Hubs™ will allow participating merchants to deliver contactless payments, text ordering and money services across the full pyramid of end-users in these markets.

“We didn’t build HUMBL for the 350 million digital customers using PayPal®, but for the 7 billion people for whom money has a totally different set of global pathways, technology access points and cost structures,” according to the CEO of HUMBL, Brian Foote.

The HUMBL corporate website features global brand videos, product tours, market research, white papers and network architecture at www.HUMBLpay.com.

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CONTACT:

HUMBL, LLC
investors@HUMBLpay.com

Attachment

- [Tesoro Enterprises, Inc.](#)

Exhibit H



HUMBL Shareholder Letter

January 22, 2021

Thank you for the opportunity to represent you alongside us as shareholders. We wanted to do a one-month update to our HUMBL - Day One shareholder Call on Dec 9, 2020.

It was an honor today seeing our new global, consumer brand alongside companies like McDonald's®, Express®, Forever 21® and Oakley® rotating on the Times Square billboard.

We have come a long way since our time working in the garage on our concepts, but still we will very much represent that DNA as an early-stage tech startup in the coming years.

I want to thank our team, consultants and vendor partners for the tireless effort they are giving us to launch our brand, products and services to the market.

HUMBL is being designed as a Web 3 platform that connects consumers and merchants in the digital economy.

Our target audiences are: Consumers, Freelancers and Merchants. Our goal is to create a digital layer that connects people in commerce around the world, in ways that go beyond coins, cash bills or receipt printers.

We believe this will drive lower costs, greater levels of financial inclusion and a new decade of financial services products, built on technologies like blockchain.



We are in internal beta on the HUMBL® Mobile Application and hope to launch a consumer version of the HUMBL® Mobile Application sometime in February 2021.

This first version of HUMBL® will be to help connect consumers and merchants in the digital economy. It will be non-custodial, and lean into trusted, third party processors in the regions we seek to serve.

As customers, freelancers and merchants, you will be in control of your data and your merchant plan. If you would like as a merchant to upgrade your subscription, the HUMBL Merchant Services Cloud™ will deliver attributes like discovery, maps, ratings,

reviews and CRM offers, and potentially scale into other bets over time, like text ordering or delivery.

We will be focusing on creating connections in cash economies or environments where customers may want to “skip the ATM,” such as tourism zones or mobile merchants. As we roll out our countries, we look forward to your product feedback and are on the lookout for HUMBL Affiliate Program partners as well to help us expand in your region.

HUMBL® Mobile App – Phase II

In the HUMBL® Mobile App, we will be working on further elements such as Peer-To-Peer (P2P) and HUMBL Hubs™ locations.

These attributes are more complex and we are staying tightly mindful on regulatory before rolling out any products in either fiat currency or blockchain-based capacities.

We believe that growth by acquisition is one the fastest paths forward in this zone, and are in active negotiations with multiple regions of service providers that have existing licenses, regulatory and technology approvals.

HUMBL® Mobile App – Business Updates

Lastly, we have secured:

1. **HUMBL Regional Rights** – Our first of multiple option payments on a distribution rights deal in Oceania region. We are underway on the development of plans to enter the region with this group.
2. **HUMBL Patent Filing** – HUMBL has filed an international patent for a blockchain-based, HUMBL Instant Settlement Network™, that we believe can greatly reduce costs and improve financial inclusion for customers.
3. **HUMBL Hubs** – A binding term sheet for a joint venture on our first HUMBL Hubs™ beta test location in the United States, which will serve as a concept for testing our brand strategy, services and technologies.

HUMBL STUDIOS™

In our market research phase, we heard from merchants around the world that they had a strong desire to a) get out of the “Cash Only” economy without the hardware POS burden, and b) connect their goods to broader online markets through digital sales.

We admire what big tech marketplaces have done with their online platforms, but we think there is plenty of opportunity in the global market for new entrants as those algorithms and seller marketplaces get more impacted with tonnage.

We will be offering affordable splits and seeking to grow the platform with improved technologies and artisan listings in the upcoming quarters. We have launched initial listings with authentic jewelry makers, clothing, crafts and other verticals and welcome your inquiries for listing.

HUMBL FINANCIALTM

Finally, I am excited to report what is a very proud moment for us all personally at the business. We have put in several years of thought and development to this product line around our BLOCK Indexes and BLOCK Exchange Traded Index (ETX) products that we are excited to begin presenting to the marketplace.

Phase I – Fully Non-Custodial

We release today the BLOCK Exchange Traded Index (ETX) products. These will begin from Singapore, as a fully non-custodial, algorithm-based product line that is not currently available to the United States and other select markets.

Phase II – Blockchain Tokenization

We believe that over time, assets of all kinds will move to a tokenized format on the blockchain, that will enable greater ease of use for consumers to: trade, track, pay, record and invest.

Our goal with HUMBL Financial is to serve these concepts in more custodial, synthetic formats over time, pending regulatory guidance.

We will seek to use these blockchain constructs to improve investment into emerging markets, such as real estate, land and transfer of assets on the blockchain.

We will also be seeking to work with third-party partners that may want to provide offers for consumers and merchants inside basic financial services to our customers and merchants.

HUMBL FinancialTM – New Hires, Advisors, Mergers and Acquisitions

HUMBL Financial is excited to welcome aboard Calvin Weight, CEO of Coinbook, Jacob Davis, Lead Technologist and Jane Edmonson, EQM Indexes as an Advisor.

HUMBL has entered into a binding term sheet with three affiliated entities – BLOCK 30 Financial, BLOCK 30 Marketplace and BLOCK 30 Pay – for the purchase of the

intellectual property of these three entities. As a team, we decided it made more sense to consolidate all operations and intellectual property in HUMBL rather than have HUMBL license the technology from these entities.

To accomplish that goal, HUMBL has entered into a binding term sheet with the three other entities to purchase all of their patents, trademarks, software and other intellectual property in exchange for HUMBL common stock.

We hope that bringing the intellectual property under the HUMBL umbrella will allow HUMBL shareholders to capture the full value of these technologies as the business grows. This includes the filing of an international patent that will also be transferred over as well. We remain on the lookout for additional mergers and acquisitions in all business categories.

Legal Disclaimers

HUMBL Inc. is not a money services business and does not hold itself out to be such. All money transmission services are being provided exclusively by third parties which are money transmitter licensed and registered under all applicable state and federal laws. HUMBL does not offer money transmission services. The availability of the HUMBL® Mobile App, HUMBL Hubs Merchant Software, HUMBL Marketplace and HUMBL Network will vary by state, country, domicile and/or third-party service providers and may change at any time.

Safe Harbor Disclaimer

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Exhibit I



Source: HUMBL, Inc.

March 16, 2021 09:34 ET

HUMBL, Inc. Announces Aurea Group Ventures Investment and Partnership for Exclusive Chile Country Rights

San Diego, CA., March 16, 2021 (GLOBE NEWSWIRE) -- HUMBL, Inc. ("HUMBL") (OTCMARKETS: TSNPD) and Aurea Group Ventures ("Aurea Group"), a Chilean multi-family office, announced today the signing of a Securities Purchase Agreement (the "Purchase Agreement") for the purchase by Aurea Group of HUMBL common stock and the country rights to Chile for a purchase price of up to \$7,500,000 (USD).

Pursuant to the terms of the Purchase Agreement, Aurea Group, through an affiliate, agreed to purchase 437,500 shares of HUMBL common stock for \$1,000,000. The payment for these shares is due on or before March 30, 2021. In addition, Aurea Group also received the right to purchase 1,562,000 additional shares of HUMBL common stock and a 35% equity interest in a Chilean subsidiary HUMBL intends to form to conduct its operations in Chile for \$6,500,000. Aurea Group's purchase right expires on December 31, 2021.

The Agreement provides that if Aurea Group exercises its right to purchase the subsidiary interest, it will receive 35% of the profits from operations of the HUMBL family of products in Chile, including the HUMBL[®] Mobile Division, HUMBL Hubs[™], HUMBL Marketplace[™], and HUMBL Financial[™]. In addition, Aurea Group also received a right of first refusal with respect to regional or country rights sales in Latin America.

HUMBL and Aurea Group are already underway on HUMBL Latin America business development discussions in key verticals such as: banking, merchant and financial services, real estate, hospitality, tourism, sports, festivals, entertainment and ticketing services in the region.

"At Aurea Group Ventures, our mission is to find, invest, import and work together as a partner with disruptive global companies at the forefront of innovation, and HUMBL perfectly represents this vision. We are strongly confident in how this top-tier HUMBL team and technologies will revolutionize multiple industries in Latin America and the world," said Juan Pablo Morales, CEO and Director of Aurea Group.

"We are deeply honored to be represented in Latin America region by such an educated, ethical and visionary set of partners as the team at Aurea Group," said Brian Foote, CEO of HUMBL. "While HUMBL will not be selling the exclusive HUMBL distribution rights to all 195 global countries, we are keenly aware of the rapid scale we can achieve in certain regions, through distribution partners. Their working history with brands like Booking Holdings, Airbnb and Expedia Group gives us great confidence in the road ahead for HUMBL as we enter the Latin American market in the year ahead."

The HUMBL and Aurea Group teams will be performing investment meetings in the second quarter of 2021 in the Latin America region to discuss further partnerships and rights sales, pending the continued resolution of COVID-19 travel protocols.

The two parties will be celebrating their partnership with the blockchain tokenization of several collectible physical assets and NFT's from the region, that will be tokenized using the HUMBL Token Engine[™] and secured by HUMBL Origin Assurance[™].

About Aurea Group

Aurea Group's main objective is to provide independent and comprehensive advice for the wealth management of families, foundations, family offices and institutional clients, through dedicated, transparent, and confidential work. Aurea Group has a multidisciplinary team of professionals and analysts who provide tailor-made solutions for each of their clients, focusing on the global search for attractive investment alternatives, both in financial products and in real assets. The company also pursues the development of new businesses through its "Ventures" area.

Website: www.en.aureagroup.cl

About HUMBL, Inc.

HUMBL Mobile Applications will deliver more seamless global transactions, by integrating multiple currencies, payment methods and financial services into reduced clicks for the customer.

HUMBL Marketplace was developed to connect customers and merchants online in online listings and blockchain tokenization in areas like physical assets, real estate, hospitality, ticketing and NFTs.

HUMBL Financial has developed new software and algorithms for the digital asset trading markets, which are a new global market for blockchain technologies, and will also offer other credit, lending and financial services.

Website: www.HUMBLpay.com

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Attachment

- [HUMBL, Inc.](#)

Exhibit J



Source: HUMBL, Inc.

November 17, 2020 09:00 ET

Tesoro Enterprises, Inc. CEO to Lock Up Over \$10 Million Worth of Stock Purchased Directly Out of the Market

San Diego, CA, Nov. 17, 2020 (GLOBE NEWSWIRE) -- Tesoro Enterprises, Inc. (OTC Pink: TSNP) ("Tesoro") announced today that the company's CEO and President, Brian Foote, has agreed to convert over 318 million shares recently purchased by him out of the retail market to a new class of Preferred shares.

The conversion will be transacted following the imminent completion of the merger between Tesoro and HUMBL LLC, which will coincide with the redomiciling of the corporation to Delaware.

Upon completion of the conversion, Tesoro's issued and outstanding number of common shares will have been reduced by over 860 million shares since Mr. Foote became President of Tesoro.

The company does not anticipate that the number of common shares outstanding will increase during the remainder of 2020 and throughout 2021.

About HUMBL

The mission of HUMBL[®] and HUMBL Hubs[™] is to deliver high quality, low cost digital payments and financial services. The HUMBL network was designed to disrupt entrenched regional banks, wire services and roadside finance providers in emerging markets such as Latin America, Caribbean, Asia and Africa to help reduce costs and improve settlement speeds for customers.

The HUMBL[®] Mobile App delivers borderless transactions, by integrating multiple currencies, payment methods, banks, blockchain and financial services providers into one-click for the customer. HUMBL[®] provides greater access and portability than US only mobile wallet providers, such as Venmo[®] and Zelle[®].

For those customers without a smartphone, HUMBL Hubs[™] will allow participating merchants to deliver contactless payments, text ordering and money services across the full pyramid of end-users in these markets.

"We didn't build HUMBL for the 450 million digital customers using Apple Pay[®], but for the 7 billion people for whom money has a totally different set of global pathways, access points and cost structures," according to the CEO of HUMBL, Brian Foote.

The HUMBL corporate website features global brand videos, product tours, market research, white papers and network architecture at www.HUMBLpay.com.

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CONTACT:

Exhibit K



Settings



Post



Brian Foote
@humblceo



We have noted some concern re: the Series B preferred shares (of which I own 45%) that are not eligible to be converted until December '21. I will commit to not selling any of those personal shares for the entirety of Calendar Year 2021-2022.

9:30 AM · Apr 20, 2021

413 Reposts **158** Quotes **2,011** Likes **3** Bookmarks



3



Who can reply?

Accounts @humblceo mentioned can reply

Don't miss what's happening

People on X are the first to know.